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## SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 5, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of March 1, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and Board under Recordation Number 15099.

The name and address of the party to the enclosed document are:

Seller: Wilmington Trust Company (not in its individual  
capacity but solely as Trustee)  
1100 North Market Street  
Wilmington, DE 19890

[Buyer: GATX Financial Corporation  
500 West Monroe Street  
Chicago, IL 60661]

Mr. Vernon A. Williams  
March 5, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

75 railcars: GACX 56444 – GACX 56450 and within the following series: GATX 16884 – GATX 16900; GATX 17548 – GATX 17555; GATX 22413 – GATX 22477; and GATX 57726 – GATX 57738 as more particularly set forth in the equipment schedule attached to the document.


A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 15099-F

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SURFACE TRANSPORTATION BOARD

## BILL OF SALE

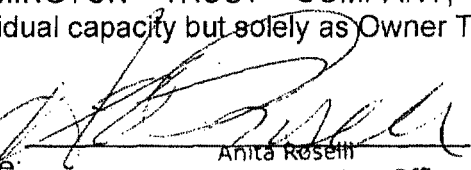
For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust No. 86-2 ("Seller"), does hereby sell, assign and transfer unto GATX Financial Corporation ("Buyer"), and its successors and assigns, the units of railroad rolling stock described in Schedule 1 (the "Equipment").

This Bill of Sale is being delivered in connection with the Purchase Agreement between Seller, Buyer and CLA-DB Nevada, Inc. dated as of March 24, 2006 (the "Agreement") EXCEPT FOR THE REPRESENTATIONS AND WARRANTIES OF SELLER SET FORTH IN THE AGREEMENT, (i) THE EQUIPMENT IS BEING SOLD TO BUYER BY SELLER "AS-IS" "WHERE-IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED AND (ii) SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE CONDITION, DESIGN, OPERATION, MAINTENANCE, VALUE, MARKETABILITY, MERCHANTABILITY OR FITNESS FOR USE OR FOR A PARTICULAR PURPOSE OF THE EQUIPMENT, AS TO THE ABSENCE OF LATENT OR OTHER DEFECTS, WHETHER OR NOT DISCOVERABLE, AS TO THE ABSENCE OF ANY INFRINGEMENT OF ANY PATENT, TRADEMARK OR COPYRIGHT, AS TO THE ABSENCE OF OBLIGATIONS BASED ON STRICT LIABILITY IN TORT, OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER, EXPRESS OR IMPLIED, STATUTORY OR OTHERWISE.

Seller hereby warrants that it has and does hereby convey to Buyer good and marketable title to the Equipment free and clear of any mortgage, pledge, security interest, encumbrance, lien, easement, servitude or charge of any kind created by or through Seller or Owner Participant.

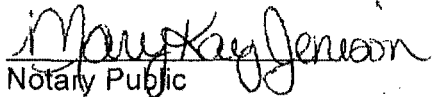
IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 1st day of MARCH, 2007.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee

By:   
Name: Anita Roselli  
Title: Senior Financial Services Officer

State of Delaware            )  
                                          ) SS:  
County of New Castle        )

On the 1 day of MARCH, 2007, before me personally appeared  
Anita Roselli, to me known, who being by me duly sworn, says that (s)he is a  
Senior Financial Services Officer of Wilmington Trust Company, that said instrument was signed on  
such date on behalf of said corporation by authority of its Board of Directors, and (s)he  
acknowledged that the execution of the foregoing instrument was the free act and deed  
of said corporation.

  
Notary Public

[Notarial Seal]  
My commission expires:  
**MARY KAY JENISON**  
Notary Public - State of Delaware  
My Comm. Expires Dec. 22, 2010

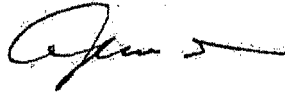
Schedule 1  
The Equipment

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**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/5/07



\_\_\_\_\_  
Robert W. Alvord